

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Ref. Docket No. \_\_\_\_\_

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
ARENTFOX SCHIFF LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO DECEMBER 15, 2022**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc., *et al.* (collectively, the “Debtors”), appointed pursuant to section 1102 of title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”) in the above-captioned Chapter 11 cases (the “Chapter 11 Cases”) for entry of an order authorizing the employment and retention of ArentFox Schiff LLP (“ArentFox Schiff”) as counsel to the Committee, *nunc pro tunc* to December 15, 2022, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014–1 of the Local Rules for the United Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), and the *Appendix B – Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C § 330 by Attorneys in Larger Chapter 11 Cases*, issued by the Executive Office for the United States Trustee, effective as of November 1, 2013 (the “U.S. Trustee Guidelines”); and upon the declaration of George P. Angelich, Esq. (the “Angelich Declaration”) and the declaration of John Pittman, on behalf of FedEx Corporate Services, Inc., the Committee chair, (the “Pittman Declaration”, together with the Angelich Declaration, the “Declarations”)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334(b); and consideration of the Application and the relief requested therein being a core proceeding in accordance with 28 U.S.C. §§ 157(b)(2) on which the Court may enter a final order consistent with Article III of the United States Constitution; and venue being property in this district under 28 U.S.C. §§ 1408 and 1409; and having found based on the representations made in the Application and Angelich Declaration that (i) ArentFox Schiff does not hold or represent any interest adverse to the Committee with respect to the matters for which it is being retained; (ii) ArentFox Schiff is a “disinterested person” as that phrase is defined in section 101(14) of the Bankruptcy Code (as modified by section 1103(b) of the Bankruptcy Code); (iii) neither ArentFox Schiff nor its professionals have any prohibitive connection with the Debtors, its estates, or creditors; and (iv) ArentFox Schiff’s employment and retention is necessary and in the best interest of the Debtors’ estates, its creditors and other parties-in-interest; and good and adequate notice of the Application having been given under the circumstances and it appearing that no other or further notice need be provided; and it appearing that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor.

IT IS HEREBY ORDERED THAT:

1. The Application is approved and granted to the extent provided herein.
2. The capitalized terms not defined herein shall have the meanings ascribed to them in the Application.
3. ArentFox Schiff is authorized to provide the Committee with the professional services as described in the Application.

4. Pursuant to sections 1103 of the Bankruptcy Code and, with respect to ArentFox Schiff hourly rates, section 328(a) of the Bankruptcy Code, and Bankruptcy Rules 2014(a), 2016 and 5002 and Local Bankruptcy Rule 2014–1, the Committee is hereby authorized to employ and retain ArentFox Schiff as its counsel, effective *nunc pro tunc* to December 15, 2022, on the terms and conditions set forth in the Application and the Angelich Declaration.

5. ArentFox Schiff's hourly rates for its paralegals and attorneys as set forth in the Application and Angelich Declaration are reasonable, and the retention of ArentFox Schiff as counsel to the Committee, in accordance with ArentFox Schiff's normal hourly rates as set forth in the Angelich Declaration, is hereby approved. Compensation and reimbursement for out-of-pocket expenses to be paid to ArentFox Schiff shall be paid as an administrative expense of the Debtors' estates in such amounts as shall be allowed and determined upon appropriate applications to the Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and all applicable orders and procedures as may be fixed by the Court.

6. Prior to any increases in ArentFox Schiff's rates, as set forth in the Application, ArentFox Schiff shall file a supplemental declaration with the Court and provide ten (10) business days' notice to the Debtors and the Office of the United States Trustee for Region 3, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Committee has consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

7. In the event that the Committee retains a confidential expert witness, the fees and expenses will be included in ArentFox Schiff's request for reimbursement of its expenses. ArentFox Schiff shall pass-through the cost of such confidential expert witness at the same rate that ArentFox Schiff pays for the expert witness.

8. To the extent that the Application or Angelich Declaration is inconsistent with this Order, the terms of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.